

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division**

R.M.S. TITANIC, INC.,
successor in interest to Titanic
Ventures, limited partnership,

Plaintiff,

v.

Civil Action No. 2:93cv902

The Wrecked and Abandoned
Vessel, . . . believed to be
the RMS TITANIC, in rem,

Defendant.

**PLAINTIFF'S MOTION TO APPROVE
ASSET PURCHASE AGREEMENT AND AUTHORIZE THE SALE
OF 100% OF RMST'S STOCK TO PREMIER ACQUISITION HOLDINGS LLC
OR OTHER QUALIFIED PURCHASER AS APPROVED BY THE
BANKRUPTCY COURT**

NOW COMES Plaintiff, RMS Titanic, Inc. ("RMST"), by and through counsel, and moves this Court for entry of an order approving the Asset Purchase Agreement executed by Premier Exhibitions, Inc. ("Premier"), RMST and other affiliates of Premier, and Premier Acquisition Holdings LLC, a Delaware limited liability company (the "Stalking Horse Purchaser"), and authorizing the sale of 100% of RMST's stock to the Stalking Horse Purchaser, or such other prevailing qualified bidder as determined by the Bankruptcy Court.

In support of its Motion to Approve Asset Purchase Agreement and Authorize the Sale of 100% of RMST's Stock to Premier Acquisition Holdings LLC, or Other Qualified Purchaser as Approved by the Bankruptcy Court ("The Motion"), Plaintiff refers the Court to its Memorandum in Support, filed simultaneously herewith.

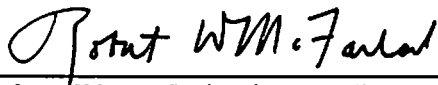
RMST respectfully requests that the Court grant the Motion and enter the attached Proposed Order, for the reasons set forth in the accompanying Memorandum in Support.

Respectfully submitted,

R.M.S. TITANIC, INC.

By Counsel

Counsel:



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CERTIFICATION

I hereby certify that a copy of the foregoing has been hand delivered to Kent Porter, Esq., U.S. Attorney's Office, 8000 World Trade Center, Norfolk, VA 23510, this 21st day of June, 2018.



Robert W. McFarland